

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SMIDTH & CO.,

Debtor.

Chapter 11

Bankruptcy Case No. 08-10516 (KG)

District Court Misc. Docket No.:

**MOTION OF DEBTOR TO TRANSFER PENDING LITIGATION
INVOLVING PERSONAL INJURY CLAIMS PURSUANT TO
28 U.S.C. § 157 (b)(5)**

Smidth & Co., the above-captioned debtor and debtor in possession (the "Debtor"), by and through its undersigned counsel, hereby moves pursuant to 28 U.S.C. § 157(b)(5), to transfer two (2) cases (the "Personal Injury Actions") from the Superior Court of California, Los Angeles County and the Superior Court of California, Alameda County (collectively, "California State Court") to the United States District Court for the District of Delaware (the "District Court"), the district in which the Debtor's chapter 11 bankruptcy case is pending. In support of this motion, and in accordance with Del. D. LR 7.1.2, the Debtor hereby incorporates the attached brief in support of its motion, submitted and served herewith.

Dated: April 25, 2008
Wilmington, Delaware

CROSS & SIMON, LLC

/s/ Christopher P. Simon

Christopher P. Simon, Esq. (Bar No. 3697)

Kevin S. Mann, Esq. (Bar No. 4576)

913 North Market Street, 11th Floor

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-and-

LOWENSTEIN SANDLER PC

Michael S. Etkin, Esq.

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Co-Counsel to Smidth & Co.

CROSS & SIMON, LLC

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**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

In re:	Chapter 11
SMIDTH & CO.,	Bankruptcy Case No. 08-10516 (KG)
Debtor.	District Court Misc. Docket No.:

**DECLARATION IN SUPPORT OF MOTION OF SMIDTH & CO. TO TRANSFER
PENDING LITIGATION INVOLVING PERSONAL INJURY CLAIMS PURSUANT TO
28 U.S.C. § 157 (b)(5)**

Ralph J. McCandless, III, pursuant to 28 U.S.C. § 1746, declares as follows:

1. I am the Assistant Treasurer of Smidth & Co. (the "Debtor").
2. I am authorized to submit this Declaration in support of the Motion Of Smidth & Co. To Transfer Pending Litigation Involving Personal Injury Claims Pursuant To 28 U.S.C. § 157 (b)(5) (the "Motion") which is being filed contemporaneously herewith. Any capitalized term not expressly defined herein shall have the meaning ascribed to such term in the Motion.

3. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge, my review of relevant documents or my opinion based upon my experience, knowledge and information concerning the Debtor's finances and former operations. If I were called upon to testify, I could and would testify competently to the facts set forth herein.

A. In General.

4. On March 19, 2008 (the "Petition Date"), the Debtor filed a voluntary petition (the "Chapter 11 Proceeding") for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). The Honorable Kevin Gross is presiding over the Chapter 11 Proceeding. No trustee or examiner has been appointed in the Debtor's bankruptcy case. Attached hereto as Exhibit A is a true and correct copy of the Debtor's chapter 11 petition.

B. History Of The Debtor.

5. The Debtor is a Delaware corporation and a wholly owned subsidiary of FLS US Holdings, Inc. The Debtor is not currently engaged in business and, in fact, has not operated since the mid-1990's. The Debtor's assets include a note receivable with a current unpaid balance of approximately \$4,015,000 due from FLS US Holdings, Inc. and various lists of parts of an unknown and likely inconsequential value. The Debtor is also a named insured on certain liability insurance policies that had been issued to it (but have since expired) and deemed to be a "named insured" under liability policies issued to FLS US Holdings, Inc.

6. The Debtor's liabilities include contingent, unliquidated and disputed claims by the New Jersey Department of Environmental Protection and the claimants in the two (2) pending Personal Injury Actions (discussed below). The Debtor also owes approximately \$656,000 to an affiliate, FL Smidth, Inc., for reimbursement of certain pension and/or retiree medical benefits payments made to former employees of the Debtor on behalf of the Debtor. Attached hereto as Exhibit B is a true and correct copy of the Debtor's Schedules of Assets and

Liabilities and Statement of Financial Affairs, which was filed with the Bankruptcy Court on the Petition Date.

7. The Debtor was incorporated in Delaware in 1923. Prior to that time, the Debtor had been in operation in the United States beginning in the late nineteenth century. The Debtor's offices were initially located in New York, New York and were later transferred to Cresskill, New Jersey. The Debtor also owned and operated a manufacturing plant in Lebanon, New Jersey. Currently, the Debtor's offices are located in Bethlehem, Pennsylvania.

8. The Debtor's primary business was designing and furnishing equipment to the cement manufacturing industry in the United States. Specifically, the Debtor supplied complete production plants, equipment, machines, spare parts, know-how, service and maintenance to the cement industry.

9. In 1982, the Debtor sold the Lebanon, New Jersey property, and thereby ceased the manufacturing part of its business. At the same time, the Debtor's limited remaining business activities had declined. The Debtor stopped taking any further orders for work after February 1990, completed work on all then-existing contracts and subsequently became dormant by the mid-1990's.

C. Events Leading To The Chapter 11 Proceeding.

10. On February 24, 2004, the New Jersey Department of Environmental Protection (the "NJDEP") issued a directive (the "Directive") to the Debtor pursuant to the New Jersey Spill Compensation and Control Act, N.J. Stat. Ann. § 58:10-23.11, et seq. (the "Spill Act"). The Directive ordered the Debtor to complete the investigation/remediation of alleged environmental contamination at the facility formerly owned and operated by the Debtor in Lebanon, New Jersey. The Debtor had previously sold this property to Cincinnati Gear, Inc. ("Gear"), and litigation ensued over who, as between the two companies, was responsible for the cleanup of the site. This litigation was resolved with the Debtor paying a substantial sum of money to Gear and Gear agreeing to complete the cleanup and indemnify the Debtor against future cleanup claims.

11. Sometime after this settlement but before Gear completed the cleanup, Gear filed for chapter 11 bankruptcy protection, prompting the NJDEP to issue the Directive to the Debtor. In accordance with the Spill Act, the Directive provides that if the Debtor does not complete the investigation and cleanup, the NJDEP will do so itself and seek to recover three times the costs of the investigation and cleanup from the Debtor.

12. Additionally, in or around February 2008, the Debtor was named as a defendant in two living mesothelioma lawsuits in the California State Court alleging damages resulting from exposure to asbestos-containing products. The first such lawsuit, Smith v. Allis Chalmers, et al. (the "Smith Action"), is currently pending in the Superior Court of California, Los Angeles County. The second lawsuit, Dyrhman v. A.W. Chesterton, et al. (the "Dyrhman Action"), is currently pending in the Superior Court of California, Alameda County.

13. In light of the cessation of the Debtor's business in the mid-1990's and the potential liabilities stemming from the NJDEP Directive, the Smith Action and the Dyrhman Action, including the cost of defending these claims on multiple fronts, the Debtor commenced the Chapter 11 Proceeding to wind down its affairs; centralize and resolve the claim of the NJDEP; centralize and resolve (by settlement, estimation or otherwise) the two Personal Injury Actions and any future personal injury claims which may be brought in a single forum; resolve any intercompany issues, including, without limitation, the note payable due from FLS US Holdings, Inc., and liquidate any remaining assets.

D. The Personal Injury Actions.

14. The Smith Action was filed in July of 2007. The plaintiffs in this action are a 57 year old man who has been diagnosed with mesothelioma, and his wife. The husband alleges that he was exposed to asbestos while working for nearly 40 years at a cement plant in Lucerne Valley, California. The Debtor was named as a defendant on or about February 13, 2008. Attached hereto as Exhibit C is a true and correct copy of the Amendment to Complaint that the plaintiffs in the Smith Action filed in the California State Court on February 13, 2008.

15. Because the Debtor was not named as a defendant in the Smith Action

until February 13, 2008, it has not participated in any of the discovery that has previously occurred. I am advised by counsel that the Smith Action is scheduled for trial beginning in or about June 2008. Additionally, I am advised by counsel that the Smith Action is stayed against the Debtor as a result of the Chapter 11 Proceeding by virtue of the automatic stay provisions of section 362 of the Bankruptcy Code. Thus, the Debtor has had no meaningful involvement in the matter.

16. The Dyhrman Action was filed in November of 2007. The plaintiffs in this action are a 64 year old man diagnosed with mesothelioma, and his wife. The plaintiff-husband in this action worked at the same cement plant in Lucerne Valley, California as the plaintiff-husband in the Smith Action, albeit for a significantly shorter period of time (approximately five (5) years). The Debtor was named as a defendant on or about February 20, 2008. Attached hereto as Exhibit D is a true and correct copy of the Amendment to Complaint that the plaintiffs in the Dyhrman Action filed in the California State Court on February 20, 2008.

17. Because the Debtor was not named as a defendant in the Dyhrman Action until February 20, 2008, it has not participated in any of the discovery that has previously occurred. I am advised by counsel that the Dyhrman Action is scheduled for trial beginning on or about May 23, 2008. Additionally, I am advised by counsel that the Dyhrman Action is stayed against the Debtor as a result of the Chapter 11 Proceeding by virtue of the automatic stay provisions of section 362 of the Bankruptcy Code. Thus, the Debtor has had no meaningful involvement in the Dyhrman Action.

I declare under penalty of perjury of the laws of the United States of America that the foregoing statements are true and correct to the best of my knowledge, information and belief.

Dated: April 25, 2008

Ralph J. McCandless, III
Ralph J. McCandless, III, Assistant Treasurer

Exhibit A

B1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Delaware				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Smidth & Co.			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): FDBA F.L. Smidth & Co.			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 13-1917357			Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):		
Street Address of Debtor (No. & Street, City, and State): 2040 Avenue C Bethlehem, PA 18017			Street Address of Joint Debtor (No. & Street, City, and State):		
ZIP CODE 18017-0000			ZIP CODE		
County of Residence or of the Principal Place of Business: Lehigh			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address):			Mailing Address of Joint Debtor (if different from street address):		
ZIP CODE			ZIP CODE		
Location of Principal Assets of Business Debtor (if different from street address above):					
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
Statistical/Administrative Information *** Christopher P. Simon, Esq. (DE Bar No. 3967) *** <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input checked="" type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000					
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

B1 (Official Form 1) (1/08)

Page 2

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Smidth & Co.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: - None -	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ <div style="display: flex; justify-content: space-between;"> Signature of Attorney for Debtor(s) Date </div>	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property <i>Check all applicable boxes.</i> <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 40px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B1 (Official Form 1) (1/08)

Page 3

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Smidth & Co.	
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b). I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (If not represented by attorney) _____ Date		Signature of a Foreign Representative I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition. (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached. X _____ Signature of Foreign Representative _____ Printed Name of Foreign Representative _____ Date	
Signature of Attorney* X <u>/s/ Michael S. Etkin, Esq.</u> Signature of Attorney for Debtor(s) <u>Michael S. Etkin, Esq. (ME 0570)</u> Printed Name of Attorney for Debtor(s) <u>Lowenstein Sandler PC</u> Firm Name <u>65 Livingston Avenue</u> <u>Roseland, NJ 07068</u> Address <u>973-597-2500 Fax: 973-597-2400</u> Telephone Number <u>March 19, 2008</u> Date X <u>/s/ Christopher P. Simon, Esq.</u> Signature of Attorney for Debtor(s) <u>Christopher P. Simon, Esq. (DE Bar No. 3697)</u> Printed Name of Attorney for Debtor(s) <u>Cross & Simon, LLC</u> Firm Name <u>913 N. Market, 1st Floor</u> <u>Wilmington, DE 19899</u> Address <u>302-777-4200 Fax: 302-777-4224</u> Telephone Number <u>March 19, 2008</u> Date *In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.		Signature of Non-Attorney Bankruptcy Petition Preparer I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached. _____ Printed Name and title, if any, of Bankruptcy Petition Preparer _____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.) _____ Address _____ Date _____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.	

B1 (Official Form 1) (1/08)

Page 4

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X **/s/ Ralph J. McCandless, III**

Signature of Authorized Individual

Ralph J. McCandless, III

Printed Name of Authorized Individual

Assistant Treasurer

Title of Authorized Individual

March 19, 2008

Date

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Exhibit B

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Delaware**

In re Smidth & Co.

Debtor

Case No. _____

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	6	3,916,374.89		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		150.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	14		656,065.12	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		26			
Total Assets			3,916,374.89		
Total Liabilities				656,215.12	

B6A (Official Form 6A) (12/07)

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
--------------------------------------	---	------------------------------------	--	-------------------------

None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Operating Account # 383001285224 Bank of America Four Penn Center 1600 JFK Blvd. - Suite 1100 Philadelphia, PA 19103 (Balance as of 3/19/2008)	-	35,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			

Sub-Total > **35,000.00**
(Total of this page)

5 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	NONE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		The Travelers Insurance Company and/or The Travelers Indemnity Company Policy Nos.: KSLG-1747195 - 01/01/64-01/01/65 KSLG-2673508 - 01/01/65-01/01/66 KSLG-3001512 - 01/01/66-01/01/67 KSLG-4018797 - 01/01/67-01/01/68 KSLG-4025703 - 01/01/68-01/01/69 KSLG-4035525 - 01/01/69-01/01/70 KSLG-4891148 - 01/01/70-01/01/71 KSLG-4918295 - 01/01/71-01/01/72 KSLG-4920968 - 01/01/72-01/01/73 KSLG-305A037-8 - 01/01/73-01/01/74 KSLG-701A852-9-74 - 01/01/74-01/01/75 KSLG-702A894-1-75 - 01/01/75-01/01/76 KSLG-702A894-1-76 - 01/01/76-01/01/77	-	Undetermined
		The Home Indemnity Company Policy Nos: GA 9412265 - 12/01/76-12/01/77 GA 9593935 - 01/01/78-01/01/79 GA 9742758 - 01/01/79-01/10/80 GA 9956004 - 01/01/80-01/01/81 GL 1138474 - 01/01/81-01/01/82 GL 1273935 - 01/01/82-01/01/83 GL 1285315 - 01/01/83-01/01/84 Unknown - 01/01/84-01/01/85 GL 1285315 - 01/01/84-01/01/85	-	Undetermined
		National Union Fire Insurance Company Policy No. GLA/117/0619 - 01/01/85-01/01/86	-	Undetermined
		Insurance Company of North America Policy Nos.: XBC-1762 - 07/27/65-07/27/66 XBC-40662 - 17/27/66-09/01/70	-	Undetermined

Sub-Total > **0.00**
(Total of this page)

Sheet 1 of 5 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		The Travelers Insurance Company	-	Undetermined
		Policy Nos.:		
		CUP-4901255 - 09/01/70-09/01/73		
		CUP-270A124-0 - 09/01/73-01/01/75		
		CUP-702A895-3 - 01/01/75-01/01/76		
		CUP-702A956-8-75 - 01/01/75-01/01/76		
		CUP-702A956-8-76 - 01/01/76-01/01/77		
		First State Insurance Company	-	Undetermined
		Policy No. 903006 - 02/15/76-01/01/77		
		Federal Insurance Company	-	Undetermined
		Policy Nos.:		
		(78) 7924-27-53 - 01/01/77-01/01/78		
		(79) 7924-27-53 - 01/01/78-01/01/79		
		(80) 7924-27-53 - 01/01/79-08/15/79		
		(80) 7925-88-85 - 08/15/79-08/15/80		
		(82) 7925-88-85 - 08/15/80-01/01/82		
		Travelers (Canada)	-	Undetermined
		Policy Nos.:		
		SLGC-3541972 - 01/01/67-01/01/68		
		SLGC-3583112 - 01/01/68-01/01/69		
		SLGC-4038102 - 01/01/69-01/01/70		
		SLGC-4887498 - 01/01/70-01/01/71		
		SLGC-4887736 - 01/01/71-01/01/72		
		YYCMPX2572724 - 01/01/72-01/01/73		
		YYCMPX2572724 - 01/01/73-01/01/74		
		YYCMPX3058722 - 01/01/73-01/01/74		
		YYCPP215B377-1 - 01/01/74-01/01/75		
		YYCPP215B377-1 - 01/01/75-01/01/76		

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 5 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		St. Paul Mercury Insurance Company	-	Undetermined
		Policy Nos.:		
		SPL5338 - 12/31/82-12/31/63		
		SPL5539 - 07/15/63-12/31/65		
		SPL5909 - 01/01/66-01/01/67		
		SPL5909 - 01/01/67-01/01/68		
		CGL15052 - 01/01/68-01/01/69		
		CGL15052 - 01/01/69-01/01/70		
		CGL15052 - 01/01/70-01/01/71		
		CGL15052 - 01/01/71-01/01/72		
		CGL15052 - 01/01/72-01/01/73		
		CGL15052 - 01/01/73-01/01/74		
		CGL15052 - 01/01/74-01/01/75		
		CGL15052 - 01/01/75-01/01/76		
		Great Northern Insurance Co.	-	Undetermined
		Policy Nos.:		
		CGL (78) 77777147 - 12/01/76-01/01/78		
		CGL (79) 77777147 - 01/01/78-01/01/79		
		CGL (80) 77777147 - 01/01/79-01/01/80		
		CGL (81) 77777147 - 01/01/80-01/01/81		
		CGL (82) 77777147 - 01/01/81-01/01/82		
		CGL (83) 77777147 - 01/01/82-01/01/83		
		CGL (84) 77777147 - 01/01/83-01/01/84		
		(85) 77777147 - 01/01/84-01/01/85		
		INA	-	Undetermined
		Policy Nos.:		
		XBC1762 - 07/27/65		
		XBC1762 - 07/27/65 - 07/27/66		
		XBC40662 - 07/27/66-09/01/70		
		XBC43165		
		Liberty Mutual Insurance Company	-	Undetermined
		FLS US Holdings, Inc.		
		As of January 31, 2008		
		(Smidth & Co. Is Named Insured)		

10. Annuities. Itemize and name each issuer. **X**

Sub-Total >	0.00
(Total of this page)	

Sheet 3 of 5 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Note Due From FLS US Holdings Inc. (As Of 03/18/2008)	-	3,881,374.89
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > 3,881,374.89
(Total of this page)

Sheet 4 of 5 continuation sheets attached
to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Lists of Parts	-	Undetermined

Sub-Total > 0.00
 (Total of this page)
 Total > 3,916,374.89

Sheet 5 of 5 continuation sheets attached
 to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)								
Total (Report on Summary of Schedules)							0.00	0.00

0 continuation sheets attached

B6E (Official Form 6E) (12/07)

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

B6E (Official Form 6E) (12/07) - Cont.

In re **Smidth & Co.**

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E D E B I T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									AMOUNT ENTITLED TO PRIORITY
Account No.				Franchise Tax					
Delaware Division of Revenue Attn: Bankruptcy Administrator 820 N. French Street - 8th Floor Wilmington, DE 19801									0.00
								150.00	150.00
Account No.									
Account No.									
Account No.									
Account No.									
Subtotal									0.00
(Total of this page)								150.00	150.00
Total									0.00
(Report on Summary of Schedules)								150.00	150.00

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re **Smidith & Co.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Birkeness, Ragnhild 1000 NW 13 Street, Apt. 219A Boca Raton, FL 33486	-		Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Bove, Rubina 370 Little East Neck Rd. S. Babylon, NY 11702	-		Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Brown, Ann 796 Reed Creek Pt. Hartwell, GA 30643	-		Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Christopherson, Ruth 9145 Hilton N.E. Albuquerque, NM 87111	-		Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Subtotal (Total of this page)							0.00

13 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Darre, Margueritte 2012 Watauga Court W. Fort Worth, TX 76111		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Digiulio, Catherine One Greenville Court, Holiday City Toms River, NJ 08753		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Duncan, Theodora 12 Douglas Dr Cresskill, NJ 07626		-		X	X		0.00
Account No.			Litigation Claim				
Dyhrman, Richard c/o Levin, Simes, Kaiser & Gornick Attn: Anna Costa 44 Montgomery St., 36th Floor San Francisco, CA 94104		-		X	X	X	Undetermined
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Ellis, Mary 18221 Slater Road N. Fort Myers, FL 33917		-		X	X		0.00
Sheet no. <u>1</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Etzold, Josephine 4 Longview Dr Orleans, MA 02653		-		X	X		0.00
Account No.			Reimbursement of Medical & Pension Benefit Payments (As Of 03/18/2008)				
FL Smidth, Inc. 2040 Avenue C Bethlehem, PA 18017		-					656,065.12
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Friis-Mikkelsen, Robert 13009 - 7th Ave N W Seattle, WA 98177		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Furtas, Harry 11 Huntington Rd Edison, NJ 08820		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Gadav, Ceil S. 247 Golden Pine Goldendale, WA 98620		-		X	X		0.00
Sheet no. <u>2</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							656,065.12

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Gauvin, Joseph Mirtos M-13, Valle Hermoso Arriba Hormigueros, PR 00660	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Gillespie, Clifford E. 1865 Bayview Ave Blaine, WA 98230	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Guerra, Candida 2800 North A1A, Apt. 501 Ft Pierce, FL 34949	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Herdman, Ellen 11 Beeholm Rd West Redding, CT 06896	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Jacobsen, Arne S 282 Tappan Rd Norwood, NJ 07648	-			X	X		0.00
Subtotal (Total of this page)							0.00

Sheet no. 3 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N D I S P U T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Kammer, Dorothy 11 Beeholm Rd West Redding, PA 06896	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Katzel, Joseph S. 48 Westcott Rd Stamford, CT 06902	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Kayser, Olaf 1630 43rd Ave East, Apt 1319 Seattle, WA 98112	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Leush, Anna PO Box 171 Glen Spey, NY 12737	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Lindhard, Sven 79 Hillside Ave Tenafly, NJ 07670	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Sheet no. <u>4</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims <div style="float: right;"> Subtotal (Total of this page) </div>						0.00

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Linna, Gabrielle 197 Cahill Cross Rd, Apt 154 West Milford, NJ 07480		-			X	X		0.00
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Litosch, Eugene 2301 Morgan Ave New York, NY 10469		-			X	X		0.00
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Lonergan, James M. 83 Barnegat Blvd Beachwood, NJ 08722		-			X	X		0.00
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Madsen, George M 17945 Jayhawk Drive Penn Valley, CA 95946		-			X	X		0.00
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Masino, Janette C. 21 Phelps Ave Cresskill, NJ 07626		-			X	X		0.00
Subtotal (Total of this page)								0.00

Sheet no. 5 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. McGinley, Regina 220 W Neversink Rd Reading, PA 19606	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Mencinsky, Orest 560 Grant Ave Brooklyn, NY 11208	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Mindrebo, Joan Sparks Inn Room E05, 7290 Lester Rd. Union City, GA 30291-2317	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Nicholson, Dorothy A 62 Revere Dr Dumont, NJ 07628	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Account No. Nielsen, Schou 1010 American Eagle Blvd., Apt. 445 Sun City Center, FL 33573-5277	-	Primarily For Notice Purposes Only - Medical and/or Pension Benefits	X	X		0.00
Subtotal (Total of this page)						0.00

Sheet no. 6 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N D I S P U T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Nielsen, Sonja Toft 7213 S. W. 133 Place Miami, FL 33183	-		X	X		0.00
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Nissen, Holger 67 Hoyt Street South Salem, NY 10590	-		X	X		0.00
Account No.		Potential Environmental Remediation Liability				
NJ Dept of Environmental Protection Attn: Nadine Drake 401 E. State St. 7th Floor, East Wing Trenton, NJ 08625	-		X	X	X	Undetermined
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Norbom, Henning R The Hamilton, 1735 York Ave., Apt. 35B New York, NY 10128	-		X	X		0.00
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Novarro, Noelia 33-47 91st St, Apt. 2E Jackson Heights, NY 11372	-		X	X		0.00
Subtotal (Total of this page)						0.00

Sheet no. 7 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re **Smidth & Co.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Obregon, Joseph 109 Sunset Drive Wappingers Falls, NY 12590	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Oxenbol, Poul P.O. Box 882 Port Townsend, WA 98368	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Pace, Josephine Kendall Walk, 15028 SW 90th St. Miami, FL 33196	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Pardo, Raymond R R #1 - Box 66 Pleasant Mount, PA 18453	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Pedersen, Chritian V. P O Box 935 Montauk, NY 11954	-			X	X		0.00
Sheet no. <u>8</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)
							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Smidth & Co.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
		H	W				
Account No.							
Persson, Margit P.O. Box 1369 Folly Beach, SC 29439	-			X	X		0.00
Account No.							
Pisani, Ellen M. 43 Oliver Pl Ringwood, NJ 07456	-			X	X		0.00
Account No.							
Prowse, William J. 9 Brockton Ct Whiting, NJ 08759	-			X	X		0.00
Account No.							
Quixano Jr, Ruth 2555 Forest Run Ct Clearwater, FL 34621-3714	-			X	X		0.00
Account No.							
Ragula, Nina 8603 Dexter Ct Woodhaven, NY 11421	-			X	X		0.00
Subtotal (Total of this page)							0.00

Sheet no. 9 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N D I S P U T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Rasmussen, Einar Hewitt Dr, Harvest Hills N. Bennington, VT 05257	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Rath, Edith 40-07 196th St Flushing, NY 11358	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Rebane, Teele 164 Park Avenue, Apt. 406 Quakertown, PA 18951	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Rosenberg, Eugene A. 2707 Wrexham Ct. Herndon, VA 20171	-			X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Rosvold, Thorvid 260 - 75th St Brooklyn, NY 11209	-			X	X		0.00
Sheet no. <u>10</u> of <u>13</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							
Subtotal (Total of this page)							0.00

B6F (Official Form 6F) (12/07) - Cont.

In re **Smidth & Co.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Schreyer, Helen B. 486 Ryeside Ave New Milford, NJ 07646	-		X	X		0.00
Account No.		Litigation Claim				
Smith, Bernard & Alberta c/o Simon, Eddins & Greenstone, LLP Attn: Jennifer L. Burtlett, Esq. 301 E. Ocean Blvd. Suite 1950 Long Beach, CA 90802	-		X	X	X	Undetermined
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Sorensen, Jytte Hellebo Park 29, 1th DK 3000 Helsingor, Denmark	-		X	X		0.00
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Steurer, Adelma 513 Pangola Dr No Fort Meyers, FL 33903	-		X	X		0.00
Account No.		Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Stursberg, William 90 N Stoughton St Bergenfield, NJ 07621	-		X	X		0.00
Subtotal (Total of this page)						0.00

Sheet no. 11 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O M M U N I T Y	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Swanholm, Annie C/O Marc Swanholm, 1st flr., 712 Grove Street Haddonfield, NJ 08033		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Tarring, Lillian G. 12 Elmwood Terr Cresskill, NJ 07626		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Utvik, Mary 417 Coolidge Ave Westwood, NJ 07675		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Vakselis, Alexander 600 64th Avenue St. Pete Beach, FL 33706		-		X	X		0.00
Account No.			Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Walsh, Francis J. 75 Hilltop Terr Bloomingdale, NJ 07403		-		X	X		0.00
Subtotal (Total of this page)							0.00

Sheet no. 12 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Yohannan, Helen 1180 Midland Ave., Apt. 2P Bronxville, NY 10708		-			X	X		0.00
Account No.				Primarily For Notice Purposes Only - Medical and/or Pension Benefits				
Young, Helen 8 Formby Lane Bella Vista, AR 72714		-			X	X		0.00
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal (Total of this page)								0.00
Total (Report on Summary of Schedules)								656,065.12

Sheet no. 13 of 13 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6G (Official Form 6G) (12/07)

In re Smidth & Co.

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

0

____ continuation sheets attached to Schedule of Executory Contracts and Unexpired Leases

B6H (Official Form 6H) (12/07)

In re Smidth & Co.

Debtor

Case No. _____

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☒ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

0

continuation sheets attached to Schedule of Codebtors

Form 6 - Statistical Summary (12/07)

**United States Bankruptcy Court
District of Delaware**

In re Smidth & Co.

Debtor

Case No. _____

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

- ☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Delaware**

In re Smidth & Co.

Debtor(s)

Case No.

Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Assistant Treasurer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 28 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date March 19, 2008

Signature /s/ Ralph J. McCandless, III
Ralph J. McCandless, III
Assistant Treasurer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (12/07)

**United States Bankruptcy Court
District of Delaware**

In re Smidth & Co.

Debtor(s)

Case No.

Chapter

11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. If the answer to an applicable question is "None," mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None ☒ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

2. Income other than from employment or operation of business

None ☐ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

\$229,073.88

2006 - Interest on Note due from FLS US Holdings, Inc.

\$251,861.58

2007 - Interest on Note due from FLS US Holdings, Inc.

AMOUNT
\$38,133.60

SOURCE
Jan. & Feb. 2008 - Interest on Note due from FLS US Holdings, Inc.

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITOR

DATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERS

AMOUNT
PAID OR
VALUE OF
TRANSFERS
\$10,000.00

AMOUNT STILL
OWING
\$0.00

Gordon & Rees, LLP
101 W. Broadway
Suite 2000
San Diego, CA 92101

None



c. *All debtors:* List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER
Richard Dyhrman and
Patricia Dyhrman v. Smidth
& Co., et al.
Case No. RG07-355398

NATURE OF PROCEEDING
Personal Injury

COURT OR AGENCY
AND LOCATION
Superior Court Of The State
Of California For The City And
County Of Alameda

STATUS OR
DISPOSITION
Pending

Smith v. Allis Chalmers, et
al.
Case No. BC374045

Personal Injury

Superior Court Of The State
Of California For The County
Of Los Angeles

Pending

- None ☐ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None ☐ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None ☐ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☐ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☐ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☐ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Lowenstein Sandler PC 65 Livingston Avenue Roseland, NJ 07068		\$130,000.00
Cross & Simon, LLC 913 N. Market, 1st Floor Wilmington, DE 19899		\$10,000.00

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☒ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☒ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☒ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☒ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☒ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Real Property Formerly Owned By Debtor 23 Cherry Street Lebanon, NJ	New Jersey Department of Environmental Protection 401 E. State St. 7th Floor, East Wing Trenton, NJ 08625-0000	02/27/04	NJ Spill Act

- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☒ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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- None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Ralph J. McCandless, III Assistant Treasurer 2040 Avenue C Bethlehem, PA 18017	

None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME ADDRESS DATES SERVICES RENDERED

None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME ADDRESS

None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS DATE ISSUED

20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY INVENTORY SUPERVISOR DOLLAR AMOUNT OF INVENTORY
(Specify cost, market or other basis)

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY
RECORDS

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS NATURE OF INTEREST PERCENTAGE OF INTEREST

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
FLS US Holdings Inc.	Shareholder	Common Stock - 100%
Christian Jepsen	Chairman of the Board, President & CEO	0%
Timothy J. VanSyckle	Vice President, Chief Financial Officer & Secretary	0%
Ove Lars Jepsen	Vice President	0%
Kevin J. Chabin	Treasurer	0%
Ralph J. McCandless, III	Assistant Treasurer	0%
Mary Beth Bennicoff	Assistant Secretary	0%

22 . Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None ☒ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
FLS US Holdings, Inc.	51-0327149

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
----------------------	--------------------------------------

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date March 19, 2008

Signature /s/ Ralph J. McCandless, III
Ralph J. McCandless, III
Assistant Treasurer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

Exhibit C

2/21 2:5

NAME, ADDRESS, AND TELEPHONE NUMBER OF ATTORNEY OR PARTY WITHOUT ATTORNEY: ROBERT A. GREEN, CA Bar No. 216116 SIMON, EDDINS & GREENSTONE LLP Long Beach, CA 90802 (562) 590-3400		STATE BAR NUMBER	CONFIRMED COPY OF ORIGINAL FILED Los Angeles Superior Court FEB 13 2008 John A. Clarke, Executive Officer/Clerk By <u>A.E. Lafleur-Clayton</u> Deputy A.E. LAFLEUR-CLAYTON CASE NUMBER: BC 374045	
ATTORNEY FOR (Name): SUPERIOR COURT OF CALIFORNIA, COUNTY OF LOS ANGELES COURTHOUSE ADDRESS: 111 North Hill Street, Los Angeles, CA 90012				
PLAINTIFF: BERNARD SMITH AND ALBERTA SMITH				
DEFENDANT: ALLIS CHALMERS CORPORATION PRODUCT LIABILITY TRUST, et al.				
AMENDMENT TO COMPLAINT (Fictitious / Incorrect Name)				

☒ **FICTITIOUS NAME (No order required)**

Upon the filing of the complaint, the plaintiff, being ignorant of the true name of the defendant and having designated the defendant in the complaint by the fictitious name of:

FICTITIOUS NAME
DOE 8

and having discovered the true name of the defendant to be:

TRUE NAME
FL Smidth & Co. a/k/a Smidth & Co.

amends the complaint by substituting the true name for the fictitious name wherever it appears in the complaint.

DATE 2-13-08	TYPE OR PRINT NAME JENNIFER BARTLETT	SIGNATURE OF ATTORNEY <u>Jennifer Bartlett</u>
-----------------	---	---

☐ **INCORRECT NAME (Order required)**

The plaintiff, having designated a defendant in the complaint by the incorrect name of:

INCORRECT NAME

and having discovered the true name of the defendant to be:

TRUE NAME

amends the complaint by substituting the true name for the incorrect name wherever it appears in the complaint.

DATE	TYPE OR PRINT NAME	SIGNATURE OF ATTORNEY

ORDER

THE COURT ORDERS the amendment approved and filed.

Dated _____

Judicial Officer

LACIV 105 (Rev. 01/07)
LASC Approved 03-04

AMENDMENT TO COMPLAINT
(Fictitious / Incorrect Name)

Code Civ. Proc., §§ 471.5,
472, 473, 474

SUMMONS
(CITACION JUDICIAL)

SUM-100

NOTICE TO DEFENDANT:**(AVISO AL DEMANDADO):**

ALLIS CHALMERS CORPORATION PRODUCT LIABILITY TRUST(sued individually and as successor-in-interest to ALLIS-CHALMERS CORPORATION);
BONDEX INTERNATIONAL, INC.;
BORG-WARNER MORSE TEC INC. (sued individually and as successor-in-interest to BORG-WARNER CORPORATION);
(See attached Defendants list)

YOU ARE BEING SUED BY PLAINTIFF:**(LO ESTÁ DEMANDANDO EL DEMANDANTE):**

BERNARD SMITH and ALBERTA SMITH

FOR COURT USE ONLY
(SOLO PARA USO DE LA CORTE)

CONFORMED COPY
OF ORIGINAL FILED
Los Angeles Superior Court

JUL 10 2007

John A. Clarke, Executive Officer/Clerk
By EDUARDO CHANES Deputy

You have 30 CALENDAR DAYS after this summons and legal papers are served on you to file a written response at this court and have a copy served on the plaintiff. A letter or phone call will not protect you. Your written response must be in proper legal form if you want the court to hear your case. There may be a court form that you can use for your response. You can find these court forms and more information at the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), your county law library, or the courthouse nearest you. If you cannot pay the filing fee, ask the court clerk for a fee waiver form. If you do not file your response on time, you may lose the case by default, and your wages, money, and property may be taken without further warning from the court.

There are other legal requirements. You may want to call an attorney right away. If you do not know an attorney, you may want to call an attorney referral service. If you cannot afford an attorney, you may be eligible for free legal services from a nonprofit legal services program. You can locate these nonprofit groups at the California Legal Services Web site (www.lawhelpcalifornia.org), the California Courts Online Self-Help Center (www.courtinfo.ca.gov/selfhelp), or by contacting your local court or county bar association.

Tiene 30 DÍAS DE CALENDARIO después de que le entreguen esta citación y papeles legales para presentar una respuesta por escrito en esta corte y hacer que se entregue una copia al demandante. Una carta o una llamada telefónica no lo protegen. Su respuesta por escrito tiene que estar en formato legal correcto si desea que procesen su caso en la corte. Es posible que haya un formulario que usted pueda usar para su respuesta. Puede encontrar estos formularios de la corte y más información en el Centro de Ayuda de las Cortes de California (www.courtinfo.ca.gov/selfhelp/espanol/), en la biblioteca de leyes de su condado o en la corte que le quede más cerca. Si no puede pagar la cuota de presentación, pida al secretario de la corte que le dé un formulario de exención de pago de cuotas. Si no presenta su respuesta a tiempo, puede perder el caso por incumplimiento y la corte le podrá quitar su sueldo, dinero y bienes sin más advertencia.

Hay otros requisitos legales. Es recomendable que llame a un abogado inmediatamente. Si no conoce a un abogado, puede llamar a un servicio de remisión a abogados. Si no puede pagar a un abogado, es posible que cumpla con los requisitos para obtener servicios legales gratuitos de un programa de servicios legales sin fines de lucro. Puede encontrar estos grupos sin fines de lucro en el sitio web de California Legal Services, (www.lawhelpcalifornia.org), en el Centro de Ayuda de las Cortes de California, (www.courtinfo.ca.gov/selfhelp/espanol/) o poniéndose en contacto con la corte o el colegio de abogados locales.

The name and address of the court is:

(El nombre y dirección de la corte es):

Superior Court of the State of California
111 N. Hill St.CASE NUMBER:
(Número del Caso):

BC374045

Los Angeles, CA 90012
Central

The name, address, and telephone number of plaintiff's attorney, or plaintiff without an attorney, is:

(El nombre, la dirección y el número de teléfono del abogado del demandante, o del demandante que no tiene abogado, es):

JENNIFER L. BARTLETT, SBN 183154 (562) 590-3400
SIMON, EDDINS & GREENSTONE, LLP
301 E. Ocean Blvd., Ste. 1950
Long Beach, CA 90802

DATE:

(Fecha) JUL 10 2007

John A. Clarke

Clerk, by
(Secretario)

EDUARDO CHANES

Deputy
(Adjunto)

(For proof of service of this summons, use Proof of Service of Summons (form POS-010).)

(Para prueba de entrega de esta citación use el formulario Proof of Service of Summons, (POS-010)).

NOTICE TO THE PERSON SERVED: You are served1. ☐ as an individual defendant.2. ☒ as the person sued under the fictitious name of (specify):3. ☒ on behalf of (specify):under: ☐ CCP 416.10 (corporation)☐ CCP 416.20 (defunct corporation)☐ CCP 416.40 (association or partnership)☐ other (specify):☐ CCP 416.60 (minor)☐ CCP 416.70 (conservatee)☐ CCP 416.90 (authorized person)4. ☒ by personal delivery on (date):

[SEAL]

SUM-200(A)

SHORT TITLE: SMITH v. ALLIS CHALMERS, et al.

CASE NUMBER:

INSTRUCTIONS FOR USE

- ➔ This form may be used as an attachment to any summons if space does not permit the listing of all parties on the summons.
- ➔ If this attachment is used, insert the following statement in the plaintiff or defendant box on the summons: "Additional Parties Attachment form is attached."

List additional parties (Check only one box. Use a separate page for each type of party.):

☐ Plaintiff ☒ Defendant ☐ Cross-Complainant ☐ Cross-Defendant

BUFFALO PUMPS, INC. (sued individually and as successor-in-interest to BUFFALO FORGE);
 DAP, INC.;
 ELEMENTIS CHEMICALS, INC.;
 FLSMIDTH INC.;
 FORD MOTOR COMPANY;
 FULLER ENGINEERING COMPANY, LLC.;
 GARDNER DENVER INC.;
 GARLOCK SEALING TECHNOLOGIES, LLC (sued individually and as successor-in-interest to GARLOCK, INC.);
 GENERAL MOTORS CORPORATION;
 H&E DO IT YOURSELF CENTER;
 HAMON RESEARCH-COTTRELL, INC.;
 HONEYWELL INTERNATIONAL (sued individually and as successor-in-interest to and BENDIX CORPORATION);
 INGERSOLL-RAND COMPANY;
 PHILIPS ELECTRONICS NORTH AMERICA CORPORATION;
 REXNORD INDUSTRIES, LLC.;
 RPM, INC. (sued individually and as successor-in-interest to BONDEX INTERNATIONAL, INC.);
 RPM INTERNATIONAL, INC. (sued individually and as successor-in-interest to RPM, INC.);
 T H AGRICULTURE & NUTRITION, LLC (sued individually and as successor-in-interest to THOMPSON-HAYWARD CHEMICAL);
 UNION CARBIDE CORPORATION;
 W.L. GORE & ASSOCIATES, INC.
 and DOES 1-450 INCLUSIVE,

Page _____ of _____
Page 1 of 1

Exhibit D

ATTORNEY OR PARTY WITHOUT ATTORNEY (Name, address, telephone number, and attorney State Bar number): ANNA M. COSTA, ESQ. [SBN 203741] LEVIN SIMES KAISER & GORNICK LLP 44 MONTGOMERY STREET 36TH FLOOR SAN FRANCISCO, CA 94104 (415) 646-7160 ATTORNEY FOR (Name): RICHARD DYHRMAN AND PATRICIA DYHRMAN		Reserved for Clerk's File Stamp ENDORSED FILED ALAMEDA COUNTY FEB 20 2008 CLERK OF THE SUPERIOR COURT C. Halcomb
SUPERIOR COURT OF CALIFORNIA, COUNTY OF ALAMEDA		
COURT ADDRESS 1225 FALLON STREET OAKLAND, CA 94612		
PLAINTIFF RICHARD DYHRMAN AND PATRICIA DYHRMAN		
DEFENDANT A.W. CHESTERTON COMPANY, ET AL.		
AMENDMENT TO COMPLAINT (Fictitious/Incorrect Name)		CASE NUMBER RG 07 355398

☒ **FICTITIOUS NAME (No order required)**

Upon filing the complaint in this case, the plaintiff, being ignorant of the true name of a defendant and having designated the defendant in the complaint by the fictitious name of: Doe 11

and having discovered the defendant's true name to be: SMIDTH & CO., FORMERLY KNOWN AS F.L. SMIDTH & CO.

amends the complaint by substituting the true name for the fictitious name wherever it appears in the complaint.

☐ **INCORRECT NAME (Order required)**

The plaintiff, having designated a defendant in the complaint by the incorrect name of:

and having discovered the true name of the defendant to be:

amends the complaint by inserting the true name for the incorrect name wherever it appears in the complaint.

DATE February 19, 2008	TYPE OR PRINT NAME Anna M. Costa	SIGNATURE 
---------------------------	-------------------------------------	--

ORDER

THE COURT ORDERS the amendment approved and filed.

Date:

☐ Judge ☐ Commissioner

CERTIFICATE OF SERVICE

I, Christopher P. Simon, hereby certify that on this 25th day of April, 2008, I caused copies of the **Motion of Debtor to Transfer Pending Litigation Involving Personal Injury Claims Pursuant to 28 U.S.C. § 157(b)(5) and Brief in Support of Motion of Smidth & Co. to Transfer Pending Litigation Involving Personal Injury Claims Pursuant to 28 U.S.C. § 157(b)(5)** to be served on the parties on the attached list by U.S. Mail or otherwise indicated.

/s/ Christopher P. Simon
Christopher P. Simon (No. 3697)

VIA HAND DELIVERY

David Klauder, Esquire
U.S. Trustee
Office of the United States Trustee
844 King Street, Room 2207
Lockbox #35
Wilmington, DE 19899-0035

Delaware Division of Revenue
Attn: Bankruptcy Administrator
820 N. French Street - 8th Floor
Wilmington, DE 19801

Richard Dyhrman
c/o Levin, Simes, Kaiser & Gornick
Attn: Anna Costa
44 Montgomery St., 36th Floor
San Francisco, CA 94104

NJ Dept of Environmental Protection
Attn: Nadine Drake
401 E. State St.
7th Floor, East Wing
Trenton, NJ 08625

Smith, Bernard & Alberta
c/o Simon, Eddins & Greenstone, LLP
Attn: Jennifer L. Burtlett, Esq.
301 E. Ocean Blvd. Suite 1950
Long Beach, CA 90802

CSC Lawyers
PO Box 526036
Sacramento, CA 95852

John Shaffery
Charles W, Jenkins
B. Christine Park
Poole & Shaffery
445 S. Figueroa Street, Suite 2520
Los Angeles, CA 90071

David M. Glaspy
Brian S. O'Mailey
Law Offices of Glaspy & Glaspy, Inc
100 Pringle Avenue, Suite 750
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UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re:

SMIDTH & CO.,

Debtor.

Chapter 11

Bankruptcy Case No. 08-10516 (KG)

District Court Misc. Docket No.:

ORDER GRANTING MOTION OF SMIDTH & CO. TO TRANSFER PENDING
LITIGATION INVOLVING PERSONAL INJURY CLAIMS PURSUANT TO
28 U.S.C. § 157 (b)(5)

This matter having been opened to the Court on the Motion of Smidth & Co. the above-captioned debtor and debtor-in-possession (the "Debtor"), through its counsel, Lowenstein Sandler PC and Cross & Simon, LLC, seeking to transfer personal injury claims and causes of action to this Court, pursuant to 28 U.S.C. § 157(b)(5) (the "Motion"); and the Court having considered the memorandum of law in support of the Motion, and any papers filed in opposition to the Motion to transfer; and the Court having further heard oral argument and for good cause having been shown,

It is on this ____ day of _____, 2008

ORDERED, as follows:

1. The Motion is granted in its entirety.
2. The Personal Injury Actions listed on attached Exhibit A and Exhibit B be, and hereby are, transferred to the United States District Court for the District of Delaware.
3. The Clerk of the Superior Court of California, Los Angeles County is directed to transfer the case listed on Exhibit A to the Clerk of this Court.
4. The Clerk of the Superior Court of California, Alameda County is directed to transfer the case listed on Exhibit B to the Clerk of this Court.

UNITED STATES DISTRICT JUDGE

EXHIBIT A

Smith v. Allis Chalmers, et al.
Case No. BC-374045

EXHIBIT B

Dyrman v. A.W. Chesterton, et al.
Case No. RG07-355398